

# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
)  
Debtors. ) (Jointly Administered)

**AFFIDAVIT OF ENRIQUE GONZALEZ III IN SUPPORT OF THE  
APPLICATION OF THE DEBTORS TO EMPLOY  
FRAGOMEN, DEL REY, BERNSEN & LOEWY, LLP AS IMMIGRATION COUNSEL  
TO DEBTORS**

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss:

I, ENRIQUE GONZALEZ III, being duly sworn, state as follows:

1. I am an attorney at law and a Member of the Bar of the Supreme Court of the State of Florida. I am the Managing Partner of the Coral Gables, Florida office of the law firm of Fragomen, Del Rey, Bernsen & Loewy, LLP ("Fragomen"), which maintains its offices

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

for the practice of law at One Alhambra Plaza, Suite 600, Coral Gables, Florida, 33134. I make this Affidavit in support of the Application (the "Application") of the above captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order authorizing the employment of Fragomen as immigration counsel for the Debtors, pursuant to sections 327(e) and 330 of the Bankruptcy Code. This Affidavit constitutes the statement of Fragomen pursuant to Federal Rules of Bankruptcy Procedure 2014(a) and 2016.

2. I am not related and, to the best of my knowledge after inquiry of Fragomen's partners, counsel and associates, no other attorney of Fragomen is related, to any judge of the United States Bankruptcy Court for the District of Delaware or to the United States Trustee for this District.

3. Except as hereinafter set forth, I do not hold or represent and, to the best of my knowledge and information, no other attorney of Fragomen holds or represents, any interest adverse to the Debtors or their estates with respect to any of the matters for which Fragomen's retention is sought. Insofar as Fragomen has been able to ascertain, neither I, nor Fragomen nor any partner, counsel or associate thereof, has any connection with the Debtors in these cases, their creditors, or any other party in interest, or their respective attorneys or accountants, except as hereinafter set forth.

4. For more than ten (10) years, Fragomen and certain of its partners, counsel, and associates have rendered legal services to the Debtors and their affiliates in connection with their immigration and nationality matters and other related matters. Fragomen's and my legal services have included the transfer of intra-company employees, the hiring of foreign nationals, and the processing of various petitions and applications with the appropriate governmental

agency to obtain temporary or permanent lawful status in the United States, as well as countries around the world.

5. Fragomen will provide such services as Fragomen and the Debtors deem necessary, including but not limited to all U.S. and global immigration and nationality matters.

6. Over the course of Fragomen's representation of the Debtors, Fragomen periodically received regular compensation from the Debtors for services rendered and expenses incurred through November 2006. Since April 2, 2001, Fragomen has incurred approximately \$587,808.75 in legal fees due to the provision of its legal services as well as an additional \$150,967.48 in actual expenses incurred.

7. Fragomen has undertaken a comparison of a list of over 3,000 parties-in-interest in the Chapter 11 cases against the most complete list currently available of Fragomen's clients. To the best of my knowledge and information as a result of this comparison, it appears that Fragomen has represented or does represent, solely in providing services in immigration and nationality law, some of those parties-in-interest, or their affiliates, parents or subsidiaries.

8. Specifically, Fragomen has represented, from time to time, in unrelated matters many of the lenders in the Debtors' prepetition and debtor in possession lending groups. In particular, The Chase Manhattan Bank (now J.P. Morgan Chase & Co.), which is the Agent for the Debtors' prepetition bank credit facility, is a client of Fragomen in a number of current immigration matters unrelated to the Debtors or their Chapter 11 Cases. Fragomen also, from time to time, has represented exclusively on U.S. and global immigration matters many of the Debtors' other creditors, equity interest holders and other parties in interest, their attorneys, accountants and financial advisors, and certain affiliates, parents and subsidiaries of the foregoing. None of such other representations, however, has in the past involved, currently

involves, or in the future will involve any aspect of Fragomen's relationship with the Debtors. As Fragomen's practice is exclusively limited to immigration and nationality law, and such practice does not entail representing parties against one another, but rather the preparing of applications and petitions for immigration benefits, such other representations do not present a conflict of interest.

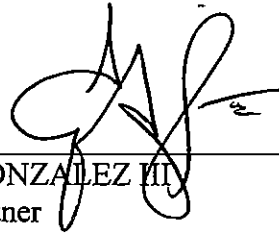
9. Fragomen intends to apply to the court for compensation for professional services rendered in connection with these cases, subject to approval of the Court and in compliance with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules and any Orders of the Court. Fragomen's fee schedule (for its services) is attached as Exhibit A. As Fragomen has not increased the fees it has charged to the Debtor in over ten (10) years, Fragomen also proposes to increase its fixed fees by an average of 5% as of January 1, 2007, as delineated in the proposed fee schedule attached as Exhibit B. The fees described in Exhibit A and B are generally applicable to all of Fragomen's clients, including the Debtors.

10. Fragomen fees are set at a level designed to compensate Fragomen fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Fragomen's policy to charge its clients in all areas of practice for such additional expenses as telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, translations, education and/or experience evaluations, photocopying charges, travel expenses, messengers, couriers, postage, and other fees related to hearings and appearances at U.S. Citizenship and Immigration Services offices. Fragomen will charge the Debtors for these expenses in a manner and at rates consistent with charges generally made to Fragomen's clients. Fragomen believes that it is fairer to charge these expenses to the client incurring them than to increase its rates and spread the expenses among all clients.

11. No promises have been received by Fragomen as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. Fragomen has not entered into an agreement with any other entity to share (a) any compensation it has received or may receive for services rendered in connection with this case with another party or person, or (b) any compensation another party or person has received or may receive for services rendered in connection with this case.

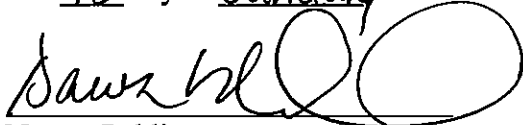
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 15th of January, 2007.



ENRIQUE GONZALEZ III  
Managing Partner  
Fragomen, Del Rey, Bernsen & Loewy, LLP  
One Alhambra Plaza  
Suite 600  
Coral Gables, Florida 33134

Subscribed and Sworn to before me  
this 15 day of January 2007



Notary Public

My Commission expires: 12/5/08



DAWN M. NELSON  
MY COMMISSION # DD 377111  
EXPIRES: December 5, 2008  
Bonded Thru Budget Notary Services

# **EXHIBIT A**

## **2006 FEE SCHEDULE W.R. GRACE & CO.**

**FRAGOMEN****W.R. GRACE & CO.**

Valid from 01/01/2006 to 12/31/2006

NONIMMIGRANT VISAS	Fees <sup>#</sup>
<b><u>B-1 Initial</u></b>	
- Straightforward	\$750.00
- Complex	\$2,000.00
<b><u>B-1 Extension</u></b>	
- Straightforward	\$750.00
<b><u>E-3 Initial</u></b>	
- Straightforward	
- Complex	
<b><u>E-3 Extension</u></b>	
- Straightforward	
<b><u>H-1B Initial</u></b>	
- Straightforward	\$1,750.00
- Complex	\$2,000.00
<b><u>H-1B Extension</u></b>	
- Straightforward	\$1,100.00
- Complex or where firm did not prepare initial H-1B	\$1,500.00
<b><u>J-1 Initial</u></b>	
- Straightforward	\$1,100.00
- Complex	\$1,500.00
<b><u>J-1 Extension</u></b>	
- Straightforward	
- Complex	
<b><u>Blanket L-1 Initial</u></b>	
- Straightforward	\$1,500.00
- Complex	\$1,750.00
<b><u>Blanket L-1 Extension</u></b>	
- Straightforward	
- Complex	
<b><u>Individual L-1 Initial</u></b>	
- Straightforward	\$1,500.00
- Complex	\$1,750.00
<b><u>Individual L-1 Extension</u></b>	
- Straightforward	\$1,250.00
- Complex	\$1,500.00
<b><u>O-1 Initial</u></b>	
- Straightforward	\$2,500.00+
- Complex	\$3,500.00+
<b><u>O-1 Extension</u></b>	
- Straightforward	\$1,500.00
<b><u>TN Initial</u></b>	
- Straightforward	\$850.00
<b><u>TN Extension</u></b>	
- Straightforward	



**FRAGOMEN**

## **W.R. GRACE & CO.**

Valid from 01/01/2006 to 12/31/2006

<b><u>Replacement of Departure Record (I-94) (I-102)</u></b>	
- Filed with extension or change of status	\$350.00
- Filed separately	\$500.00
<b><u>Renewal of Nonimmigrant Visa Stamps at U.S. Consulate</u></b>	
- Each applicant	\$250.00
- Coordination of visa issuance including discussions with Consulate, scheduling appointment and briefing applicant	\$500.00 plus \$250.00 per location
<b><u>Extension/Change of NIV status for Dependent (I-539)</u></b>	
- Filed with principal	\$350.00
- Filed separately	\$750.00
- Complex	\$1,250.00
<b><u>Employment Authorization (EAD) (I-765)</u></b>	
- Each applicant	
<b><u>Premium Processing (I-907)</u></b>	
- Filed simultaneously with NIV petition	
- Filed separately	
<b><u>Request for Evidence (RFE)</u></b>	
- Straightforward	
- Complex	
<b>IMMIGRANT VISAS</b>	
	<b>Fees*</b>
<b><u>Permanent Residence based upon PERM</u></b>	
- PERM	\$4,000.00
- Petition for alien worker (I-140)	\$1,000.00
- Application for permanent residence (I-485)	
- Principal applicant and spouse	\$1,500.00
- Each additional family member	\$350.00
<b><u>Permanent Residence exempt from PERM</u></b>	
- Petition for alien worker (I-140) Based on L-1 Multinational Transferee	\$2,500.00
- If firm prepared original L-1A	\$2,000.00
- I-140 Petition Based on Outstanding Researcher / Extraordinary Ability	\$3,500.00 - \$4,500.00
- Application for permanent residence (I-485)	
- Principal applicant and spouse	\$1,500.00
- Each additional family member	\$350.00
<b><u>Employment Authorization</u></b>	
- Principal applicant and spouse	\$500.00
- Each additional family member	\$250.00
<b><u>Advance Parole (Travel Document)</u></b>	
- Principal Applicant and Spouse	\$500.00
- Each additional family member	\$250.00
<b><u>Visa Processing</u></b>	
- Packet III and IV	
- Principal Applicant and Spouse	\$1,500.00
- Each Additional Family Member	\$350.00

**FRAGOMEN****W.R. GRACE & CO.**

Valid from 01/01/2006 to 12/31/2006

**Request for Evidence (RFEs) – (I-140) or (I-485)**

- Straightforward
- Complex

**Attorney Appearances at I-485 Interview**

- Local
- Out-of-town

\$750.00  
Transactional

**ADDITIONAL SERVICES****Fees\*****Application to renew Permanent Resident Card (I-90)**

- Each applicant

**Naturalization Application**

- Each Applicant
- Attorney appearance

**Reentry Permits: (I-131)**

- Each applicant

**Visa Application for Corporations**

- L-1 Blanket

**Special Projects**

- Counseling i.e. I-9 Audit
- Training

Fee to be quoted prior  
to project.

Matters not covered by the fees set forth would be billed on an hourly basis at the following rates:

Partner	\$350
Associate	\$250

**\* - Disbursements -**

Domestic Federal Express	\$18.00
Miscellaneous [Telephone calls, faxes, photocopies, regular mail services]	4%

**Important Notes:**

- o The above fees are predicated upon the amount of effort and staffing normally required to obtain approval of such application. To the extent that a matter is complicated by extenuating circumstances requiring extensive telephone consultations, expeditious processing, difficulty conforming to eligibility requirements, or other special circumstances, a higher fee would be billed only after consultation with your organization. Out-of-pocket expenses including educational evaluations, translations, courier and messenger services will be itemized on each invoice.
- o All filing fees payable by client to U.S.D.H.S.

## **EXHIBIT B**

### **2007 PROPOSED FEE SCHEDULE W.R. GRACE & CO.**

**FRAGOMEN****W.R. GRACE & CO.**

Proposed Fee Schedule for 2007

NONIMMIGRANT VISAS		Fees*
<b><u>B-1 Initial</u></b>		
- Straightforward		\$775.00
- Complex		\$2,000.00
<b><u>B-1 Extension</u></b>		
- Straightforward		\$775.00
<b><u>E-3 Initial</u></b>		
- Straightforward		\$1,500.00
- Complex		\$1,750.00
<b><u>E-3 Extension</u></b>		
- Straightforward		\$1,000.00
<b><u>H-1B Initial</u></b>		
- Straightforward		\$1,850.00
- Complex		\$2,100.00
<b><u>H-1B Extension</u></b>		
- Straightforward		\$1,100.00
- Complex or where firm did not prepare initial H-1B		\$1,600.00
<b><u>J-1 Initial</u></b>		
- Straightforward		\$1,100.00
- Complex		\$1,600.00
<b><u>J-1 Extension</u></b>		
- Straightforward		N/A
- Complex		N/A
<b><u>Blanket L-1 Initial</u></b>		
- Straightforward		\$1,600.00
- Complex		\$1,850.00
<b><u>Blanket L-1 Extension</u></b>		
- Straightforward		\$1,600.00
- Complex		\$1,850.00
<b><u>Individual L-1 Initial</u></b>		
- Straightforward		\$1,600.00
- Complex		\$1,850.00
<b><u>Individual L-1 Extension</u></b>		
- Straightforward		\$1,300.00
- Complex		\$1,600.00
<b><u>O-1 Initial</u></b>		
- Straightforward		\$2,625.00
- Complex		\$3,675.00
<b><u>O-1 Extension</u></b>		
- Straightforward		\$1,575.00
<b><u>TN Initial</u></b>		
- Straightforward		\$900.00
<b><u>TN Extension</u></b>		
- Straightforward		\$900.00

**FRAGOMEN****W.R. GRACE & CO.****Proposed Fee Schedule for 2007****Replacement of Departure Record (I-94) (I-102)**

- Filed with extension or change of status \$375.00
- Filed separately \$525.00

**Renewal of Nonimmigrant Visa Stamps at U.S. Consulate**

- Each applicant \$275.00
- Coordination of visa issuance including discussions with Consulate, scheduling appointment and briefing applicant \$525.00 plus \$275.00 per location

**Extension/Change of NIV status for Dependent (I-539)**

- Filed with principal \$375.00
- Filed separately \$800.00
- Complex \$1,300.00

**Employment Authorization (EAD) (I-765)**

- Each applicant \$250.00

**Premium Processing (I-907)**

- Filed simultaneously with NIV petition \$250.00
- Filed separately \$500.00

**Request for Evidence (RFE)**

- Straightforward \$750.00
- Complex \$1,500.00

**IMMIGRANT VISAS****Fees\*****Permanent Residence based upon PERM**

- PERM \$4,200.00
- Petition for alien worker (I-140) \$1,100.00
- Application for permanent residence (I-485)
  - Principal applicant and spouse \$1,575.00
  - Each additional family member \$375.00

**Permanent Residence exempt from PERM**

- Petition for alien worker (I-140) Based on L-1 Multinational Transferee \$2,650.00
  - If firm prepared original L-1A \$2,100.00
- I-140 Petition Based on Outstanding Researcher / Extraordinary Ability \$3,675.00 - \$4,725.00
- Application for permanent residence (I-485)
  - Principal applicant and spouse \$1,575.00
  - Each additional family member \$375.00

**Employment Authorization**

- Principal applicant and spouse \$525.00
- Each additional family member \$275.00

**Advance Parole (Travel Document)**

- Principal Applicant and Spouse \$525.00
- Each additional family member \$275.00

**Visa Processing**

- Packet III and IV
  - Principal Applicant and Spouse \$1,575.00
- Each Additional Family Member \$375.00

**FRAGOMEN**

## **W.R. GRACE & CO.**

### **Proposed Fee Schedule for 2007**

<b><u>Request for Evidence (RFEs) – (I-140) or (I-485)</u></b>	
- Straightforward	\$250.00
- Complex	\$750.00
<b><u>Attorney Appearances at I-485 Interview</u></b>	
- Local	\$800.00
- Out-of-town	Hourly
<b>ADDITIONAL SERVICES</b>	
	<b>Fees*</b>
<b><u>Application to renew Permanent Resident Card (I-90)</u></b>	
- Each applicant	\$750.00
<b><u>Naturalization Application</u></b>	
- Each Applicant	\$1,000.00
- Attorney appearance	\$750.00
<b><u>Reentry Permits: (I-131)</u></b>	
- Each applicant	\$750.00
<b><u>Visa Application for Corporations</u></b>	
- L-1 Blanket	\$2,500.00
<b><u>Special Projects</u></b>	
- Counseling i.e. I-9 Audit	Fee to be quoted prior to project.
- Training	

Matters not covered by the fees set forth would be billed on an hourly basis at the following rates:

Partner	\$350
Associate	\$250

**\* - Disbursements -**

Domestic Federal Express	\$18.00
Miscellaneous [Telephone calls, faxes, photocopies, regular mail services]	4%

**Important Notes:**

- o The above fees are predicated upon the amount of effort and staffing normally required to obtain approval of such application. To the extent that a matter is complicated by extenuating circumstances requiring extensive telephone consultations, expeditious processing, difficulty conforming to eligibility requirements, or other special circumstances, a higher fee would be billed only after consultation with your organization. Out-of-pocket expenses including educational evaluations, translations, courier and messenger services will be itemized on each invoice.
- o All filing fees payable by client to U.S.D.H.S.